

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Morrison Restaurants Inc.		02/29/2000	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Piccadilly Cafeterias, Inc.
Street Address:	3232 Sherwood Forest Boulevard
City:	Baton Rouge
State/Country:	LOUISIANA
Postal Code:	70816
Entity Type:	CORPORATION: LOUISIANA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1006514	MORRISON'S
Registration Number:	1383774	MORRISON'S CAFETERIA
Registration Number:	1471071	MORRISON'S FAMILY DINING

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: rhonda.deleon@lw.com
 Correspondent Name: Rhonda DeLeon
 Address Line 1: 650 Town Center Drive, Suite 2000
 Address Line 2: Latham & Watkins LLP
 Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	018688-0072
NAME OF SUBMITTER:	Rhonda DeLeon

Total Attachments: 4
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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000660101
CONTROL NUMBER: K5318181
EFFECTIVE DATE: 03/03/2000
REFERENCE : 0077
PRINT DATE : 03/13/2000
FORM NUMBER : 411

MARK E. NUSCHLER
FIFTH FLOOR, FOUR UNITED PLAZA
8555 UNITED PLAZA BLVD.
BATON ROUGE, LA 70809-7000

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
PICCADILLY CAFETERIAS, INC.
a Louisiana corporation

Nonsurviving Entity/Entities:
MORRISON RESTAURANTS, INC.
a Georgia corporation



Cathy Cox

Cathy Cox
Secretary of State

CERTIFICATE OF MERGER
of
MORRISON RESTAURANTS, INC.
into
PICCADILLY CAFETERIAS, INC.

The undersigned President and Secretary of Piccadilly Cafeterias, Inc., a Louisiana corporation, acting in accordance with Section 112G of the Louisiana Business Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code, hereby certify that:

FIRST, Piccadilly Cafeterias, Inc., a Louisiana corporation (the "Corporation"), owns all of the issued and outstanding capital stock of Morrison Restaurants, Inc., a Georgia corporation (the "Subsidiary").

SECOND, the Corporation desires to merge the Subsidiary with and into itself (the "Merger") in accordance with Section 112G of the Louisiana Business Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code.

THIRD, in connection with the Merger, on February 7, 2000, the Board of Directors of the Corporation adopted the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding stock of Morrison Restaurants, Inc., a Georgia corporation (the "Subsidiary");

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation and its shareholders to merge the Subsidiary with and into the Corporation in accordance with Section 112G of the Louisiana Business Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code;

² NOW, THEREFORE BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation (the "Merger") effective at 11:59 p.m. on February 29, 2000 (the "Effective Time");

FURTHER RESOLVED, that at the Effective Time, and in accordance with the laws of Louisiana and Georgia, each share of capital stock of the Subsidiary issued and outstanding prior to the Effective Time shall, by virtue of the Merger, automatically and without any action on the part of the holder thereof, be canceled;

FURTHER RESOLVED, that this constitutes a plan of liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended;

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to take all actions that they, in their sole discretion, deem necessary or advisable in order to consummate the Merger, including but not limited to executing and filing on behalf of the Corporation all certificates of merger and articles of merger required by law.

FOURTH, Piccadilly Cafeterias, Inc. shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH, the Restated Articles of Incorporation of the Corporation in effect immediately prior to the Merger shall be the articles of incorporation of the Surviving Corporation.

SIXTH, the executed Agreement and Plan of Merger between the Corporation and the Subsidiary dated as of February 29, 2000 (the "Agreement") is on file at the principal place of business of the Surviving Corporation located at 3232 Sherwood Forest Boulevard, Baton Rouge, Louisiana 70817.

SEVENTH, a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Subsidiary or the Corporation.

EIGHTH, the Board of Directors of the Subsidiary approved the Merger by unanimous consent dated February 7, 2000, and no approval of the Merger by the shareholders of the Subsidiary is required by virtue of Section 14-2-1104 of the Georgia Business Corporation Code and Section 112B of the Louisiana Business Corporation Law.

NINTH, the Merger has been adopted, approved, certified, executed and acknowledged by Piccadilly Cafeterias, Inc. in accordance with the laws of the State of Louisiana.

TENTH, a request for publication of a notice of filing the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 29th day of February, 2000 by Piccadilly Cafeterias, Inc. acting through its duly authorized President and Secretary.

PICCADILLY CAFETERIAS, INC.

By: Ronald A. LaBorde
Ronald A. LaBorde
President

By: J. Fred Johnson
J. Fred Johnson
Secretary

SECRETARY OF STATE
MAR 3 9 54 AM '00
SECRETARY OF STATE
MAR 3 2 24 PM '00
BSR (2)
BSR (4)

ACKNOWLEDGMENT

STATE OF LOUISIANA)
)
PARISH OF EAST BATON ROUGE)

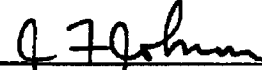
BEFORE ME, the undersigned authority, personally came and appeared Ronald A. LaBorde and J. Fred Johnson, the President and Secretary, respectively, of Piccadilly Cafeterias, Inc., a Louisiana corporation, known to me to be the persons and officers whose names are subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that they both executed such instrument for the purposes therein expressed and as their own act and deed.

IN WITNESS WHEREOF, the said appearers, witnesses and I have hereunto affixed our hands on this 29th day of February, 2000, at Baton Rouge, Louisiana.

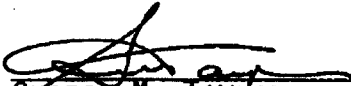
WITNESSES TO ALL SIGNATURES:



Ronald A. LaBorde



J. Fred Johnson



SHARON M. TAYLOR, NOTARY PUBLIC

SECRETARY OF STATE
MAR 13 9 54 AM '00
BSR (4)